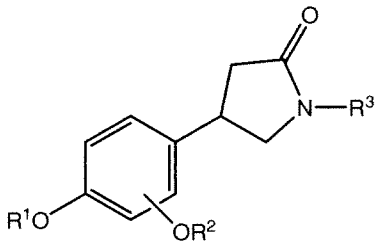
Claims

1. (currently amended) The compound of claim 23, having the formula:



wherein

R^1 is a member selected from hydrogen, substituted or unsubstituted C_1-C_4 alkyl and substituted or unsubstituted C_{3-6} cycloalkyl;

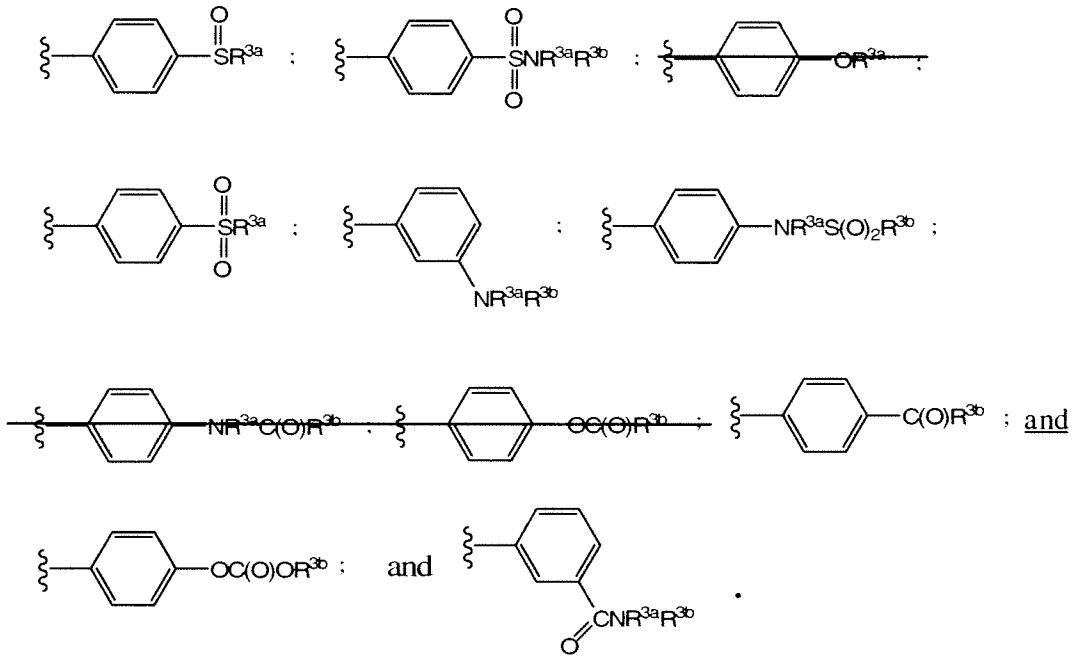
R^2 is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted benzyl and substituted or unsubstituted C_3-C_6 cycloalkyl;

R^3 is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, and phenyl substituted with a member selected from $S(O)_nNR^{3a}R^{3b}$, $NR^{3a}S(O)_nR^{3b}$, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, ~~$NR^{3a}C(O)R^{3b}$~~; ~~$OC(O)R^{3b}$~~; $OC(O)OR^{3b}$, $C(O)R^{3b}$, and $C(O)NR^{3a}R^{3b}$ ~~and OR^{3a}~~;

wherein R^{3a} and R^{3b} are members independently selected from H, substituted or unsubstituted C_1-C_6 alkyl and substituted or unsubstituted aryl; and

n is a member selected from 0, 1 and 2.

2. (currently amended) The compound according to claim 1 wherein R^3 has a formula which is a member selected from:

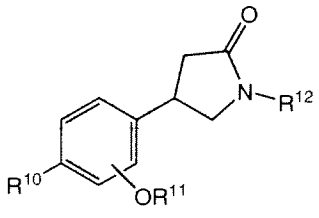


3. (previously presented) The compound according to claim 1, wherein R^1 is a member selected from C_1-C_3 haloalkyl and methyl.

4. (previously presented) The compound according to claim 1, wherein R^2 is cyclopentyl.

5-22. (canceled)

23. (currently amended) A compound having the formula:

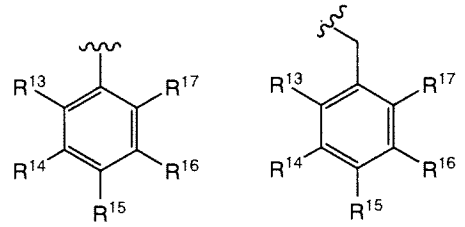


wherein

R^{10} is a member selected from hydrogen, hydroxy, C_{1-4} alkyl, C_{1-4} alkyloxy, C_{3-6} cycloalkyl-oxy, halo and cyano;

R^{11} is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted C_{3-6} cycloalkyl, substituted or

unsubstituted phenyl, substituted or unsubstituted benzyl, and a group selected from (a) or (b):



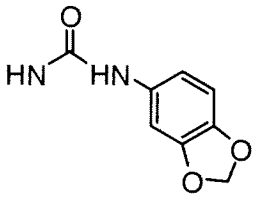
(a) (b)

wherein R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy, OC_2H_5, CH_2OH, $C(O)CH_3$, $S(O)_nCH_3$, $S(O)_nC_2H_5$ and cyano;

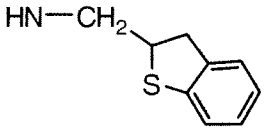
wherein n is 0, 1 or 2; ~~and~~

R^{12} is a member selected from substituted ~~or unsubstituted~~ aryl, substituted or unsubstituted arylalkyl, and substituted or unsubstituted heteroaryl ~~and substituted or unsubstituted heteroarylalkyl.~~

wherein said substituted aryl is substituted with halo, methyl, ethenyl, amino, cyano, trifluoromethyl, CH_2OH, $S(O)_nNR^{3a}R^{3b}$, $NR^{3a}S(O)_nR^{3b}$, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, $OC(O)OR^{3b}$, $C(O)R^{3b}$, $C(O)NR^{3a}R^{3b}$, NH-C(=O)-$NR^{3a}R^{3b}$, C(=NH)-NH_2, NH-C(=S)-NHPh, C(O)NH-OH, tetrazolyl,



or



; and

R^{3a} and R^{3b} are members independently selected from H, substituted or unsubstituted C_1-C_6 alkyl and substituted or unsubstituted aryl.

24. (previously presented) The compound according to claim 23 in which at least one of R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} is CN.

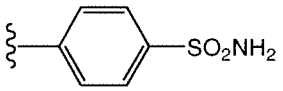
25. (previously presented) The compound according to claim 23 in which R^{13} is

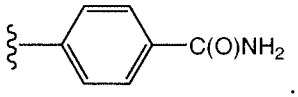
halogen and R^{17} is CN.

26. (currently amended) The compound according to claim 23 in which R^{12} is selected from substituted phenyl, substituted or unsubstituted ~~phenyl,~~ benzyl, pyridinyl, quinolinyl, pyridazinyl, pyrazinyl, and pyrimidinyl.

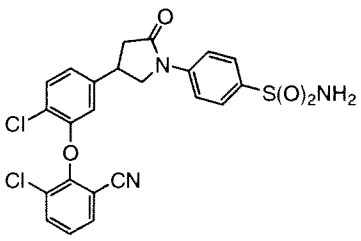
27. (currently amended) The compound according to claim 26 in which said substitutions on said benzyl, pyridinyl, quinolinyl, pyridazinyl, pyrazinyl or pyrimidinyl include up to 2 members independently selected from halo, methyl, ethenyl, amino, nitro, cyano, trifluoromethyl, ethoxy-carbonyl, $C(O)OH$, $C(O)OCH_3$, $S(O)_2NH_2$, $C(O)NH_2$, $C(O)NHC_2H_5$, $NHS(O)_2CH_3$, CH_2OH, $S(O)_2CH_3$, SCH_3, and SC_2H_5.

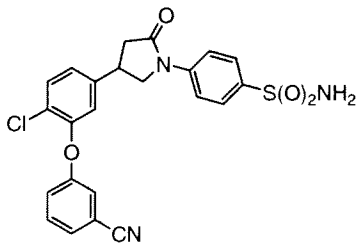
28. (currently amended) The compound according to claim [[27]] 23, wherein said R^{12} is substituted phenyl, and said substituted phenyl is a member selected from



and


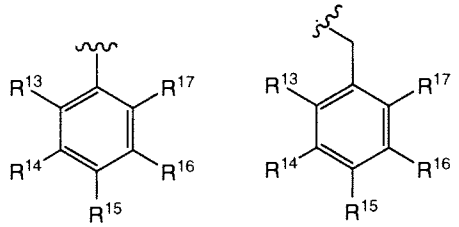
29. (previously presented) The compound according to claim 28 wherein said compound is a member selected from:



: and


30. (currently amended) The compound according to claim [[23]] 42 in which R^{10} is halogen;

R^{11} is a member selected from substituted pyridinyl, substituted pyrimidyl, and a group selected from (a) or (b):



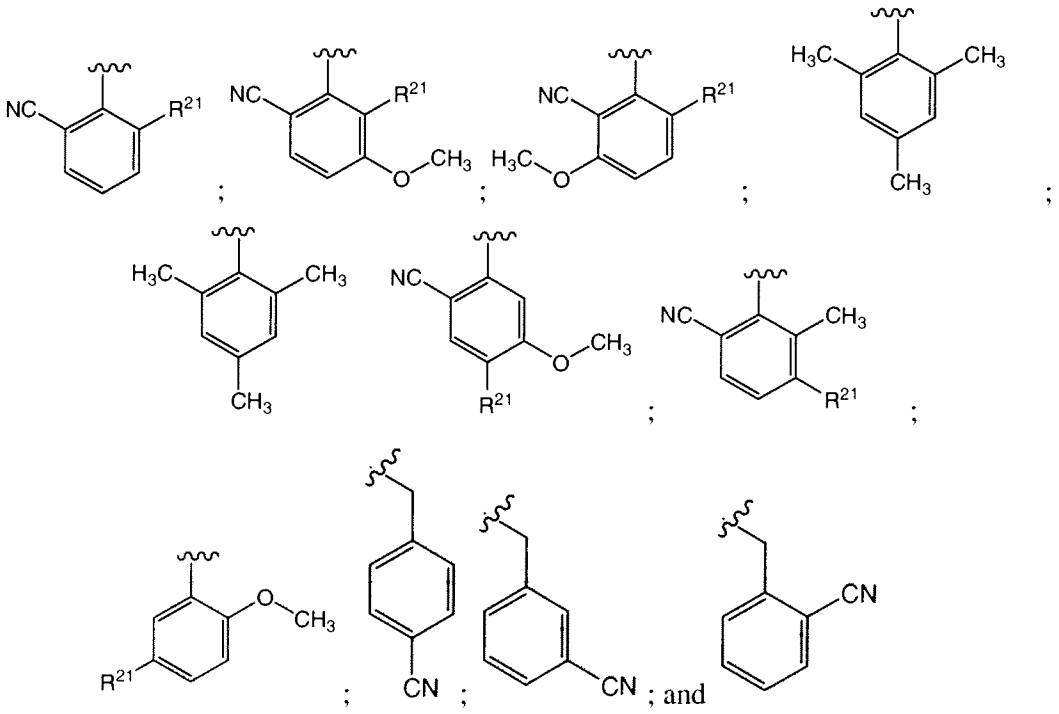
(a) (b)

wherein R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy, OC_2H_5, CH_2OH, $C(O)CH_3$, $S(O)_nCH_3$, $S(O)_nC_2H_5$ and cyano;

wherein n is 0, 1 or 2; and

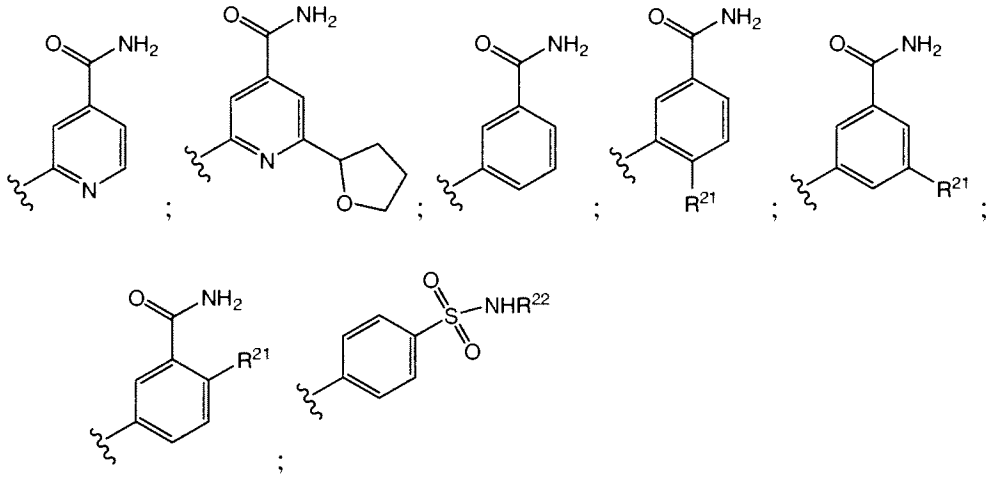
R^{12} is a member selected from substituted pyridinyl and substituted aryl.

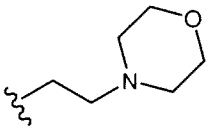
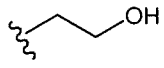
31. (previously presented) The compound according to claim 30 in which R^{11} is a member selected from:



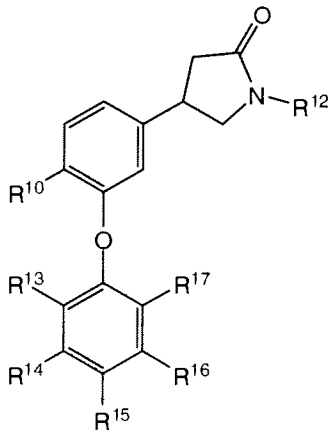
wherein R^{21} is halogen; and

R^{12} is a member selected from:



wherein R^{21} is halogen and R^{22} is a member selected from H, CH_3,  and  .

32. (currently amended) The compound of claim [[23]] 42, having the formula:



wherein

R^{12} is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl; and

R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from H, halogen, and CN.

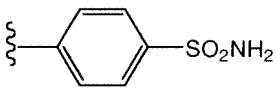
33. (previously presented) The compound according to claim 32 in which at least one of R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} is CN.

34. (previously presented) The compound according to claim 32 in which R^{13} is halogen and R^{17} is CN.

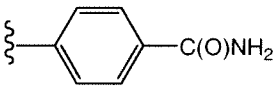
35. (previously presented) The compound according to claim 32 in which R^{12} is substituted or unsubstituted phenyl.

36. (previously presented) The compound according to claim 35 in which said substituted phenyl is substituted with a member selected from $S(O)_2NH_2$ and $C(O)NH_2$.

37. (previously presented) The compound according to claim 36 wherein said substituted phenyl is a member selected from:



; and



.

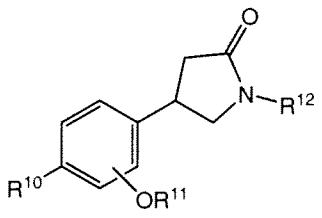
38. (previously presented) A pharmaceutical composition comprising the compound of claim 23.

39. (withdrawn) A method of treating HIV infection in a human subject comprising administering to said subject the compound of claim 23 in an amount sufficient to treat said HIV infection.

40. (withdrawn) A method of inhibiting HIV replication in a cell, comprising contacting said cell with the compound of claim 23 in an amount sufficient to inhibit said HIV replication.

41. (withdrawn) A method of inhibiting reverse transcriptase in a cell, comprising contacting said cell with the compound of claim 23 in an amount sufficient to inhibit said reverse transcriptase.

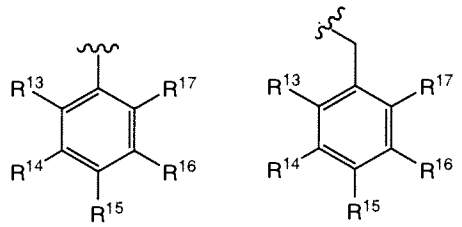
42. (new) A compound having the formula:



wherein:

R^{10} is halogen;

R^{11} is a member selected from substituted or unsubstituted pyridinyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted C_{3-6} cycloalkyl, substituted or unsubstituted phenyl, substituted or unsubstituted benzyl, and a group selected from (a) or (b):



(a) (b)

wherein R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy, OC_2H_5, CH_2OH, $C(O)CH_3$, $S(O)_nCH_3$, $S(O)_nC_2H_5$ and cyano;

n is 0, 1 or 2; and

R^{12} is a substituted or unsubstituted aryl, or a substituted or unsubstituted heteroaryl.

43. (new) A pharmaceutical composition comprising the compound of claim 42.

44. (new) A method of treating HIV infection in a human subject comprising administering to said subject the compound of claim 42 in an amount sufficient to treat said HIV infection.

45. (new) A method of inhibiting HIV replication in a cell, comprising contacting said cell with the compound of claim 42 in an amount sufficient to inhibit said HIV replication.

46. (new) A method of inhibiting reverse transcriptase in a cell, comprising contacting said cell with the compound of claim 42 in an amount sufficient to inhibit said reverse transcriptase.